

EXHIBIT A
PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

BORDERS GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

**ORDER PURSUANT TO SECTIONS 363(b), 365(a) AND 503(c) OF
THE BANKRUPTCY CODE AND FED R. BANKR. P. 6006 AND 9014
AUTHORIZING (I) THE IMPLEMENTATION OF (A) KEY EMPLOYEE
INCENTIVE PLAN AND (B) KEY EMPLOYEE RETENTION PLAN,
AND (II) THE ASSUMPTION OF CERTAIN EMPLOYMENT AGREEMENTS**

Upon the Motion², dated March 24, 2011, of Borders Group, Inc. ("BGI") and its debtor subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order, pursuant to sections 363(b), 365(a) and 503(c) of the Bankruptcy Code, authorizing (i) the implementation of (a) a key employee incentive plan (the "KEIP") and (b) a key employee retention plan (the "KERP"), and (ii) the assumption of certain employment agreements (the "Employee Agreements"), as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

² Capitalized terms used herein, and not otherwise defined, shall have the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and creditors, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. The Motion is granted as provided herein.
2. The KEIP is approved in its entirety.
3. The KERP is approved in its entirety.
4. The Debtors are authorized, pursuant to sections 363 and 503 of the Bankruptcy Code, to take all actions necessary to implement the KEIP and KERP on the terms and conditions set forth in the Motion, including making any payments pursuant to the terms of the KEIP and KERP.
5. Pursuant to sections 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors' assumption of the Employee Agreements, copies of which are annexed as Exhibits B, C, D and E to the Motion, is approved, effective as of the date hereof, except to the extent that any severance payments exceed the limits in section 503(c)(2) of the Bankruptcy Code.
6. The Debtors are authorized to take such actions as are necessary to implement and effectuate the terms of the Employee Agreements, including making any payments pursuant thereto.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

[____], 2011
New York, New York

UNITED STATES BANKRUPTCY JUDGE